

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

M. SLAVIN & SONS, LTD.,

Debtor.
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Chapter 11

Case No. 11-10589 (REG)

**CERTIFICATE OF RESOLUTION OF THE
BOARD OF DIRECTORS OF M.SLAVIN & SONS, LTD.**

I, Herbert Slavin, as Secretary of M. Slavin & Sons, Ltd. (the "Company"), do hereby certify that the following is a true and correct copy of resolutions duly and unanimously adopted by the Board of Directors of the Company (the "Board") at a duly held meeting of the Board on February 6, 2011, in accordance with the by-laws of the Company and the General Corporations Law of the State of New York, and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

"WHEREAS, the Board has considered the financial and operational aspects of the Company; and

WHEREAS, the Board has reviewed the historical performance of the Company, the markets for the Company's products and services, and the current and long-term liabilities of the Company.

NOW, THEREFORE, BE IT RESOLVED: That in the judgment of the Board, it is desirable and in the best interests of the Company, and its creditors, stockholder and other interested parties, that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"); and it is further

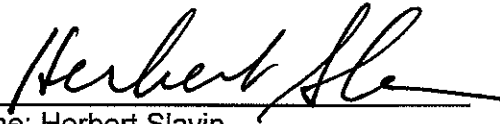
RESOLVED, that SilvermanAcampora LLP and shall be employed as general bankruptcy counsel for the Company in the Company's chapter 11 case; and it is further

RESOLVED, that Herbert Slavin be, and hereby is, authorized and directed on behalf of the Company to execute and verify or certify a petition to commence a case under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of New York at such time as Herbert Slavin shall determine; and it is further

RESOLVED, that Herbert Slavin be, and hereby is, authorized and directed on behalf of the Company to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers in the chapter 11 case of the Company and, in connection therewith, to employ and retain additional legal counsel, accountants and other professionals and to take any and all action which he deems necessary, proper, or desirable in connection with such chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any and all past actions heretofore taken by Herbert Slavin on behalf of the Company, and all other documentation heretofore delivered by Herbert Slavin on behalf of the Company in furtherance of the preceding resolutions be, and such actions hereby are, authorized, approved and ratified in all respects."

IN WITNESS WHEREOF, the undersigned has signed this Certificate as of the 3rd day of March 2011.

By: 
Name: Herbert Slavin
Title: Secretary
M. Slavin & Sons, Ltd.